



*Business Advisory and  
Systems Enhancement services*

November 17, 1996

Mr. Robert S. Martin  
Export Finance Systems, Inc.  
44 Montgomery Street, Suite 1308  
San Francisco, CA 94104

Dear Bob:

It was a pleasure meeting with you and John last Wednesday to discuss your requirements for consulting services. Based on this initial discussion, the following is our high-level understanding of your requirements:

Export Finance Systems, Inc. ("EFS") has been created to provide an outsourcing option to major exporters who need assistance with the financial aspects of the export business. As the outsourced export finance department, EFS will handle financial transactions such as the sale of receivables to a third party, obtaining export credit insurance, obtaining medium and long-term guarantees, etc.

EFS has determined that in order to facilitate the offering of these financial services to its customers, as well as to gain a competitive edge on other companies who offer like services, a "state-of-the-art" information system is needed to track all aspects of an export transaction, such as insurance and financing information, as well as create, distribute and maintain all of the required documentation associated with export transactions. EFS has entered into a joint venture with Fritz Companies, Inc., for the actual development and integration of this information system. Fritz has obtained significant information systems development experience with the development of the Fritz Logistics Expediting (FLEX) system, which provides accurate and timely information for managing, processing and tracking transactions throughout the transportation pipeline.

A contractor for EFS has developed a PC based version of their financial services system, in order to demo the system to Fritz and potential customers. It is this PC based version of the system that is to be re-designed in an open system environment utilizing Oracle relational database and web interface technologies. The first phase of the project will require the contractor who developed the PC based demo system to spend approximately five days with Fritz to go through all of the data and processing requirements of the new system. Fritz will then take these requirements in-house to develop the design specifications over the next two to three weeks.

EFS is interested in hiring a consultant to be involved throughout the specification, development, and integration of the new system, to ensure that the specifications being developed by Fritz address all of the business requirements identified by EFS, and that there is integrity, security, and controls designed into the system. In addition, EFS would like to ensure that the system is designed in such a way that it can be easily "disconnected" from Fritz at some point in the future, to be operated solely by EFS. As discussed in our initial meeting, I believe it would be beneficial for the consultant to be involved with the initial meeting between the contractor who developed the demo and Fritz, in order to have a better understanding of the business requirements and data elements to be designed into the new system.

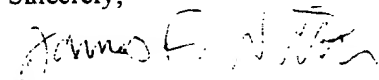
Bob, based on our high-level understanding of your requirements for consulting services as documented above, I believe that BASE Consulting Group, LLC ("BASE") is a very good match. Many of our consultants, including myself, are Certified Information Systems Auditors (CISA) with extensive backgrounds in EDP auditing, which include systems integrity, security and control reviews. In addition, BASE has been involved with many large-scale systems implementations, and has been involved with many "cutting-edge" technologies in the past year.

In our last meeting, you mentioned that you had been out to our web site. As this site is still very much under development, I am enclosing some hard-copy marketing materials for your review, as well as the resumes of a number of our consultants with the skills and experience you require. This information should give you a more solid understanding of the services and expertise offered by BASE. Also, as you requested, I am including several references for you to contact:

Bill MacFarland - Silicon Graphics	(415) 933-3466 Mountain View Voice Mail (416) 362-8558 x328 Currently on site in Toronto
Mark Kleidon - Silicon Graphics	(415) 933-3825
Laurie Tolson - Sun Microsystems	(408) 276-3087
Steve McCarthy - Robert Mondavi Winery	(707) 226-1395 x8474

Bob, I want to thank you again for considering BASE Consulting Group, LLC as a possible solution to your business needs. Please contact me at (415) 407-0609, to discuss next steps.

Sincerely,



James F. Wirth